

## **Moscow Food Co-op Monthly Board of Directors Meeting**

**Monday, March 1, 2021**

**Held Virtually via ZOOM in response to COVID-19**

**Present:** Melinda Schab (GM), Alice Ma (President), Laurene Sorensen (Vice President), Cheyne Mayer (Secretary), Mark Thorne (Treasurer), Ken Hart, Rob Ely, Isabel Barbuto, Julia Parker, Chloe Rambo (Board Admin)

**Absent:** Maxine Durand

**Facilitator:** Alice Ma (President)

**Guests:** Greg Meyer, Bill Beck

**Seven of nine directors present at the start of the meeting; a quorum is reached.**

*Alice called the meeting to order at 5:33 p.m.*

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### **OWNER FORUM**

Owner's Forum is a time for the Board to listen to Owner comments. The Board will, if requested, follow up after the meeting.

There were no owners present who wished to speak during the owner forum.

*Isabel joined the virtual meeting just before the Owner Forum.*

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### **CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA**

The Board had no edits to the consent agenda.

Motion to accept the consent agenda and business agenda as presented, seconded, **passed**  
**8-0-0.**

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### **GENERAL MANAGER'S FYI**

**February 21, 2021**

[The General Manager's FYI is available online here.](#)

Melinda shared an overview of her provided FYI report and the Board asked clarifying questions.

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## **BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP**

### **Board Action Items – 3.1.2021**

**Board-Owner Communication Committee** (*internal action items kept separately*)

**Nominations and Elections** (*internal action items kept separately*)

**Policy & Bylaw** (*internal action items kept separately*)

1. Policy & Bylaw will review Policy B1.2 for monitorability.
2. Policy & Bylaw will review Policy D2.
3. Policy & Bylaw will review Policy D4.
4. Policy & Bylaw will review subpolicy B6.5.
5. Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy C1 and C2.
6. Policy & Bylaw will work with Thane Joyal on comprehensive review of the D Policy Suite.

**Board Development Committee** (*internal action items kept separately*)

1. The Board Development Committee will create/review guidelines of documentation needed to clarify future monitoring of Policy D5.
2. The Board Development Committee will revisit the annual evaluation form for the GM and ensure it is in compliance with D4.6d.
3. The Board Development Committee will review the Board Resource Handbook for efficiency and useful information, with the goal to create a master handbook that is available online.

### **General**

1. The Board will discuss internal Board policy monitoring at a future executive session.
2. Melinda will ask all department managers to follow up on the “Margins for Retail” training and create a troubleshooting guide, including specific steps they will take to improve their department’s margin.
3. Melinda will find out how much a bulk container costs.

### **DONE**

#### **Parking Lot:**

- Policy & Bylaw will write the Board’s mission statement.
- Melinda will research the cost and specs of the glass to sand machine and will send them to the Board for review. (*Melinda provided update on 10/26/2020 in FYI, and an additional update on 3/1/2021*)
- Board meeting: A store tour for Board members.
- Conversation about staff interest in training and purchasing using discount.

- The Board Development Committee will draft a statement regarding the Board's commitment to workplace excellence.
- \*Melinda will provide a plan to the Board regarding how the kitchen/deli/prepared food section is going to work to reduce overtime costs.  
\*Action items on hold due to COVID-19 response efforts.

*The Board adjusted the agenda as detailed below while waiting for guest Thane Joyal to join the virtual meeting.*

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## **BUSINESS AGENDA**

### **Board Monitoring Surveys (MD)**

#### Policy C3: Agenda Planning

The Board reviewed the monitoring survey. They did not have any clarifying questions.

Call to vote to accept the board monitoring survey of Policy C3, **passed 8-0-0.**

#### Policy C4: Board Meetings

The Board reviewed the monitoring survey. They did not have any clarifying questions.

Call to vote to accept the board monitoring survey of Policy C4, **passed 8-0-0.**

### **GM Monitoring Reports (MD)**

#### Policy B1: Financial Condition and Activities (Q4)

The Board reviewed and discussed Melinda's provided report. The Board asked clarifying questions.

Motion to accept the monitoring report on Policy B1 with acknowledgement of noncompliance, **passed 8-0-0.**

Motion to send Policy B1 to Policy & Bylaw for comprehensive review with Thane Joyal, **passed 8-0-0.**

### **Recommended GM Compensation Process**

Thane presented an example of an RFP and other Columinate documents to educate the Board on recommended GM compensation process.

The Board will meet again to continue the discussion.

Motion to make the request for proposal in question to Melinda, passed 8-0-0.

Action Item: Melinda will return a compensation proposal that meets the criteria in the RFP (request for proposal) from the March 2021 Board meeting.

*Isabel's virtual connection was briefly lost but quickly regained during this discussion.*

*The Board took a five-minute break and reconvened at 7:21 p.m.*

### **GM Monitoring Reports (MD)**

#### **Policy B2: Planning & Financial Budgeting**

The Board reviewed Melinda's provided report.

Action: Melinda will send the Capital Budget to the board when it is ready.

Motion to accept the GM's monitoring report on Policy B2 with acknowledgement of noncompliance passed 8-0-0.

### **Comments Before Exiting the Board**

Laurene shared farewells with the Board as it is her last Board meeting.

### **Redesigning D Policy Suite (SI/MD)**

Cheyne gave an overview of the edits made to the D Policy Suite as recommended by the Policy & Bylaw Committee.

Motion to accept the proposed changes to the D Policy Suite, passed 8-0-0.

*Bill Beck left the meeting during this discussion.*

### **Committee Reports (SI)**

- Policy & Bylaw: The committee did not have any additional information to report.
  
- Nominations & Elections: The committee has sent the questions out the candidates in preparation for the Virtual Candidate Forum. Mark will moderate the forum, while Carol and Erin (POs on the committee) will volunteer to support at the forum. Rob and Alice will join in as well. Mark will recruit more volunteers to join the post-forum breakout rooms.

- Board-Owner Communication Committee: The committee is planning the Virtual Annual Meeting. The virtual event will be April 17th at 10 a.m. The event will have a stronger focus on celebration and community.
- Strategic Vision: The committee discussed the possibility of connecting with John Steinman to learn more about the possibility and price of scheduling information sessions with him.
- Board Development Committee: The committee handed the revision of the Board Resource Handbook off to an ad hoc committee. The ad hoc committee has met once and will meet again this week to continue to review the structure and order of the content in the handbook.

*Notes taken by Chloe Rambo  
Meeting adjourned at 8:26 p.m.*

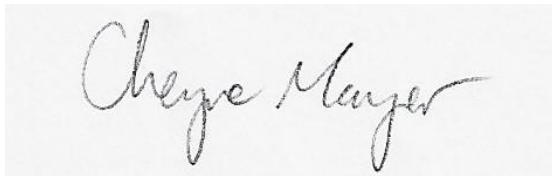
*Alice Ma*

4/5/2021

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Signature of the Board President

Date



4/5/2021

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Signature of the Board Secretary

Date